

Homebrew computing is, or soon will be, the great modern American cottage industry. It has all the characteristics: 1. widely available raw materials — kluge cards and chips and wire and solder, etc.; 2. modest capital investment; 3. labor-intensive; 4. any native may enter (perhaps after suitable rites of indoctrination and initiation).

It is expected that the industry will be characterized by a large number of small producers. The nature of the enterprise and the philosophy of the entrepreneurs resist transition to large-scale operations. At the same time, most computer hobbyists are willing to share — perhaps must share (witness the growth of clubs) their equipment and expertise.

The "Problem"

It is my observation that most computer hobbyists with entrepreneurial ambitions cannot work effectively on their own, and in fact they do not. This may reflect natural divisions in the industry. There are hardware types and software types, business types and creative types.

Consequently, I conclude that collaboration on a small scale is going to be a feature of the industry for some time to come. I am writing this to pass on some of my experiences with small-scale collaboration in the industry.

The following conversation is not entirely fanciful, and I think that many will be reminded of similar scenarios involving themselves or others they have heard about.

"Jack, I want to talk with you. I have heard that you just made a deal with IDM. Is that . . ."

"Oh, yes, Ed. They are going to put my disk controller into production and market it under their Homespun label. And I have also agreed to write some



supporting software for them. They gave me an advance on royalties."

"Congratulations, Jack. However, all that is part of what we have been doing together. You ought to have talked to me about it first."

"Oh, no, Ed. You and I talked about developing a cassette system. What I have been negotiating with IDM about is quite separate from our work. It is nothing to do with you . . ."

"But Jack, you have been using all my equipment to develop that board, and we have talked about the overall system quite often. We talked most about the cassette system only because we had agreed to give it priority. There was never any intention to make that our only project."

"Ed, you're wrong. I bought all the parts for the prototype board myself, and it was basically my idea."

"When we started to work together, Jack, our aim was just to develop products that would use the Pace chip. In my view, everything that either of us has worked on

since then belongs to both of us — even though I've put up most of the capital. You can't just decide that you'll have this piece and I'll have that piece."

"I don't agree at all, Ed. You just want to grab a piece of the action after I've done all the work. I might just as easily have done everything on my own."

Solution: Get it in Writing

The main point is that a misunderstanding or dispute like that just depicted is unnecessary.

Any time you work with other people, you should ask yourself, "Is this work being done for profit, or in contemplation of profit?" If the answer is yes, or perhaps even maybe, you should formalize the working and business relationship.

It is not so much that the formalities will protect you; rather, they will force you and your collaborators to think about future contingencies and make the terms of collaboration explicit and mutually understood. Another reason for formalizing an apparently

business-like relationship is that you probably have a legal entanglement anyway, so you may as well plan it and control it properly.

Suppose you want to formalize the relationship and other people do not. My advice to you would be to terminate the existing work relationship. There are no good reasons not to have a formal relationship, so a refusal or reluctance to settle on one should be taken as a sign that a more serious disagreement will eventually surface. Trying to formalize a vague situation usually clarifies it. Clarifying who is supposed to do what, when and how is a valuable accomplishment for the people involved.

So, let us assume that you have agreed to put something in writing that will indicate a business relationship between you and some other people. The first decision is what kind of formal relationship to have, and that is essentially the choice between a general partnership and a corporation. How you choose will depend on your particular

Starting a Business?

... pitfalls to avoid

situation, but I observe that most hobbyists collaborate on a casual basis and would not wish to organize a corporation until money was actually flowing. This suggests one possible solution to the problem of choice. Have a partnership until such time as a corporation becomes more desirable — until, for example, products are being sold. This contingency should be spelled out in the partnership agreement.

Rather than giving a list and discussion of the relative advantages of corporate and partnership forms of business, such as you might find in a business textbook, I will concentrate on taking an existing business relation and formalizing it as partnership. Then I will discuss some aspects of the corporate form of business organization. Since I live in California, as do a large number of *Kilobaud* readers, I am going to describe the California procedures. Other states will have similar procedures and regulations, but their actual burden varies significantly.

The Partnership

First, a general comment. At several points in this discussion I will suggest that you consult an attorney. A strong reason for not doing so is the expense but that is not

a sufficient reason. The fact is we live in a very complex society and personal computers are some of its most complex products. Rules of commerce are imposed whether we like them or not, and attorneys are the experts in this area. Because computer hobbyists may be the ultimate do-it-yourselfers, they probably need to be warned more than others that law is not a do-it-yourself proposition.

You may have a partnership already. A written agreement is not necessary to form a partnership. In some cases a partnership has been found to exist even when the partners had never discussed forming a partnership and later wished to deny that there had been a partnership. The basic test is whether the people intended to co-own a business for profit. The important consequences of being in a partnership are that the partners incur responsibility for each other's actions in connection with the partnership business and that each partner assumes a position of trust with respect to the interest of the other partners. Partnerships should clearly not be entered into lightly. Yet a casual cooperation engaged in with the intention of sharing ultimate profits will ordinarily be sufficient to create a partner-

ship.

Since you may have all the obligations and consequences of being a partnership anyway, it is better to plan the business relationship as soon as possible after you have entered into it, if not before. It is better to have the provisions you want rather than those that will be inferred from the circumstances or those imposed by general legal considerations.

To formalize a partnership, it is advisable to draw up and sign a partnership agreement, to choose a name, and to register the fact that you are doing business under that name.

The Partnership Agreement

The agreement should cover the important matters, and the prospect of signing the agreement will force the partners to decide what in fact are the important matters. Many misunderstandings will come out and, with luck, be settled. An agreement generally covers the purpose of the business, the capital to be contributed by each partner, the division of profits and losses, the form of accounting and the records and reports that are to be made, rules for the exercise of control and decision-making, and procedures for dissolution and transfer of a partnership interest.

You should think about the inevitability of change in the partnership. One of the major drawbacks of a partnership is that it is unstable. Unless provision is made for change in the membership of the partnership, the death of a partner, or withdrawal of a partner will automatically trigger the dissolution of the partnership, including a division of assets. A fair division of the results of a joint project is very elusive indeed. You can avoid this potentially destructive and contentious outcome by suitable provisions in the partnership agreement. The partnership should provide a method to appraise any partner's share and to enable the partnership or one of the remaining partners to buy out a withdrawing partner without the necessity of dissolution proceedings. Such agreements quickly become very technical. You should have the assistance of an attorney who is experienced in devising such provisions. If you can't afford an attorney something in writing is better than nothing.

It is prudent to acknowledge that disputes are probably inevitable, too. You should try to prevent disputes leading to lawsuits. It will help to head off trouble if you have at least three partners with control distributed so that a minority cannot control the decision-making. In the limit, with three partners, any two should be able to outvote the third. Thus, *de facto* control is effectively allied with social persuasion, tending to maintain a very stable system. Even so, disputes will still arise, and lawsuits may be contemplated. An alternative is binding arbitration, and the agreement can provide for binding arbitration for all disputes that cannot otherwise be settled. Arbitration can be a quite simple, fast and informal proceeding if care is taken to prescribe the form of arbitration in the agreement. One formula that

seems to work well is for each side to choose a representative, who then choose a third. They resolve the dispute, after investigation, by majority vote.

In small organizations personal property of members is usually donated. There is often vagueness or disagreement as to whether a transfer was a donation or a loan. The ownership of such personal property should be made explicit. With initial capital assets this can be done in the partnership agreement. Later donations should be entered immediately on the list of assets of the partnership, unless the asset is being temporarily loaned, in which case the terms should be noted in writing. You do not want Joe to quit and repossess "his" microprocessor or "his" scope unless everyone has agreed to this in advance.

Everyone should be warned that written documents do not prevent disputes, or necessarily help in settling them. People can and do break written as well as verbal agreements, and a verbal agreement is not

name of another organization, especially one in a similar business.

You must register your name with the County Recorder. The Recorder does not check to see whether the name you have chosen is already being used by some other concern. After becoming known by a particular name, you may have to give it up when the sound-alike company finds out about you.

Obtain a Fictitious Business Name Statement from the County Recorder, fill it out and register it — that is, give it back to the Recorder, who will keep it as an official record. The form is a simple one-page statement. It recites the basic facts that so-and-so are doing business as a partnership (in this case) under the name of such-and-such. Filing costs you \$10.

The fact that you are doing business under that name is supposed to be published in a newspaper of general circulation in your county. Several local papers check the county records and will probably contact you and offer to perform the

rating for your business.

When you open a bank account under a name that is not your own, the bank will want proper authority. If the business is not incorporated, the bank will have to be satisfied that a fictitious business name statement has been filed and published as required by law.

The Corporate View

Establishing a partnership is rather like getting married. The act establishes certain rules of ownership, sharing and mutual responsibility. The union, however, is more in the Moslem than the Christian mold, unless the partnership agreement is carefully devised so that the partnership can be dissolved only by mutual agreement.

On the other hand, establishing a corporation is more like giving birth. You create a new individual who has a life of her own. Her owners and controllers may change, but she will usually survive so long as any of the owners (shareholders) wish. A corporate form is more suitable for mature businesses. Its permanence is more appealing to certain entrepreneurs.

Many advisors will tell you that limited liability is a major advantage of the corporate form. In other words, your risk is limited to what your share of the company is worth. Your personal worth beyond that is not imperiled if your associates in the company incur a large liability. However, many people are in business without being incorporated and for a small enterprise the advantage of limited liability is largely illusory. Most corporate law denies the advantage of limited liability to an incorporator with insufficient assets; you cannot hide behind the corporate form.

State law largely governs corporate organization, and regulations vary from state to state. So, if you decide to incorporate, you have a choice of many different

states, or even foreign countries. Most hobbyists will want to incorporate, if at all, in their home state, and will have to follow the local regulations. Some may wish to incorporate in a state that is more hospitable to corporate interests. Delaware has such a reputation, and there is a popular book which gives the procedure and forms for incorporating in Delaware. Before the reader incorporates in another state, however, he should be aware of his home state's laws regarding the regulation and taxing of foreign (i.e., out-of-state) corporations. If you reside and do business in California, there is no longer any apparent advantage to having a foreign corporation.

Regardless of state, corporations are highly regulated. Statutes direct that decisions be made at meetings held at particular times, with required notice and numbers present, and under proceedings according to certain rules. Record-keeping and reporting requirements are specific and complex. The statutes are designed for running companies like Motorola, not Dick and Jane's Pong Palace. Fortunately, many states have special, less formal requirements for small corporations, or so-called "close corporations". California did not formerly have close corporations by statute, but it does now. The law provides special treatment for incorporation by a small number of owners (10 at most) who will govern the business through general agreements (written). The red tape that wraps a corporation has been minimized by the new law for small corporations, making such a form of organization seem much more suitable for the type of business we have been talking about.

Assuming that you have decided to incorporate, what do you do next? The procedures are similar for different states. I will describe the California regulations.

Since you may have all the obligations and consequences of being a partnership anyway, it is better to plan the business relationship as soon as possible . . .

necessarily less binding than a written agreement. The value of a written agreement is that its composition has forced the parties to think about all these matters, and indeed to have completed a successful negotiation.

Choosing a Name

Although you may choose any name for the partnership, it is advisable not to pick a name that is similar to the

service of publication.

Bank Account

You have a partnership agreement and a fictitious name duly registered with the county recorder. So now you are in business. You should open a bank account. Even if your account has very low volume, it establishes records for tax and general business purposes. It is important also that you create a good credit

The Incorporation Process

The new California Corporations law which went into effect on 1 January 1977 substantially simplified the procedure for incorporation. Minimal articles of incorporation can be written on one page. Everything else, such as election of directors and appointment of officers, may be done through the by-laws.

The Secretary of State administers incorporation. You can obtain information and sample articles of incorporation from the Secretary of State, 111 Capitol Mall, Sacramento CA 94814, (916-445-1768). You can find out over the phone (916-322-2387) whether a particular corporate name is available (not yet in use). The Los Angeles office of the Secretary of State can provide some of these services.

A corporation pays a minimum of \$200 a year franchise fee. The first year's fee is payable at the time of incorporation. In addition, there is a \$65 filing fee. Therefore, it is possible, though perhaps not wise, to incorporate without benefit of professional assistance, for \$265. An attorney or business advisor will incorporate your business in a fairly standard package for \$200 to \$500 in addition to the state fees.

Your corporation exists from the time the articles are filed. However, the corporation must still issue shares. It is the Commissioner of Corporations, not the Secretary of State, who administers the law relating to issuance of shares. You must make sure that the offering and sale of shares is exempt from the burdensome qualifying and reporting requirements of federal and state securities laws. It is virtually impossible to do this without the services of an attorney, so you may as well engage one early in the process of incorporating.

Patent Your Product?

A prosperous company

creating high technology products should retain or frequently consult a patent attorney. A good patent attorney will be able to explain to an individual what is and is not patentable.

For example, the possible ways of connecting logic gates is finite, and anyone can connect them. If, however, a few logic gates are connected to perform some useful job, the combination is not necessarily unpatentable.

Regardless of your preconceived ideas about patentability, and of what the laws and regulations say, the best way to get a good impression of patentability is through a search of actual patents related to the product you have in mind. Patents are carefully cataloged and cross-referenced by the Patent and Trademark Office, and may be searched at any of the 22 libraries around the country.

The two in California are in the Los Angeles and Sunnyvale Public Libraries. And the main library is in Arlington, Virginia; patent searches may be conducted there too.

If you cannot get to the library (or even if you can), you can obtain an initial patent search for about \$200. Patent attorneys do this, but the person you employ does not have to be a patent attorney.

The Patent and Trademark Office itself is a source of valuable information on procedure. For information write to the Patent and Trademark Office, Washington, D.C. 20231.

A word of caution, though. You may spend more time and money on a patent than it is worth. Being first, and being in possession of essential difficult-to-obtain information is an attractive and business-normal alternative to patenting. A patent confers the right to damages if you prevail in a suit after someone steals your product; it does not guarantee that pirates will overlook your product. In cases where no

large amounts of money are at stake, litigation is impractical — see the final note of cautions, below.

Where to Get Help

There is a wealth of information available if you know where to find it: 1. Some libraries are very helpful. Sample forms of partnership agreements can be consulted in a law library or a good

applying an ounce of prevention. Indeed, one of my purposes here has been to reduce the probability of litigation and to dispel the false notion that litigation is suitable for settling disputes. Some people who have had little contact with courts think that litigation is a practical alternative. The main reason for the impracticality of litigation for most disputes is

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general library. 2. The Secretary of State's office is usually very helpful to callers. All procedural information is willingly given. 3. Valuable advice on running a small business is available, free, from the Small Business Administration. The SBA has offices in all large towns. One arm of the SBA is the Service Corps of Retired Executives. Since these people come from an active business background, they are very knowledgeable.

Of course, you don't have to do everything on your own. Apart from attorneys, there are small business consulting firms that will, for a fee, hold your hand and set up your partnership or corporation and arrange for proper accounting and reporting for a given period. For a small business, the cost of a one year contract is \$500-800. Look under "Business Consultants".

Final Note of Caution

Perhaps you are deterred by the prospect of getting involved with all these technicalities. Remember that having a court unravel your tangled affairs is going to be much more onerous than

its cost. In a dispute of the type depicted at the beginning of this article, the estimated cost of a suit, before trial was \$10,000. I feel safe in saying that most hobbyists cannot come up with that kind of bread for that kind of gamble.

Another problem with litigation is the difficulty and uncertainty in valuing intellectual and potential commercial products. Even when there is a working prototype, a litigant is more or less obliged to value it in accordance with his interest. At one extreme he says it is worth only the cost of components and construction time. At the other extreme, he says it is worth the present value of projected future profits. But what the jury will decide is not foreseeable.

The high cost and unpredictability of outcome make litigation unattractive, if not positively repellent. All the litigants in the majority of modest cases are bound to lose. Don't be discouraged. I'm not. Does anyone want to join me in marketing a do-it-yourself partnership kit with a microprocessor as a loss-leader? ■

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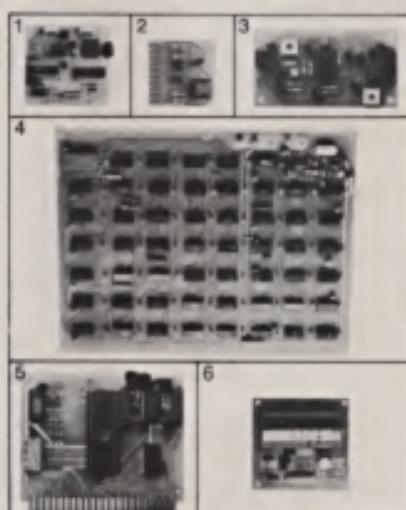
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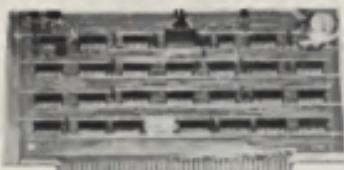
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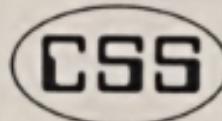
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